

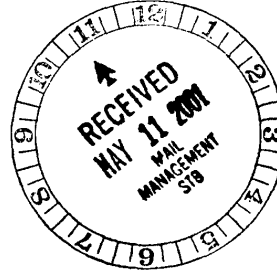


First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

May 10, 2001

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 5, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22147.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Burlington Northern & Santa Fe
Railway Company
2600 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is one hundred sixteen (116) aluminum, highside, rotary dump gondolas, with car numbers FURX 1002 and FURX 960000-960229, non-inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and The Burlington Northern & Santa Fe Railway Company, Lessee, covering 116 aluminum, highside, rotary dump gondolas, with car numbers and FURX 1002 and FURX 960000-960229, non-inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(BNSF062)

RECORDATION NO. 22147-A FILED

MAY 23 '01

9-26

TS

SURFACE TRANSPORTATION BOARD

ASSGN. NO. BNSF062

MEMORANDUM OF LEASE

5th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of March, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Burlington Northern and Santa Fe Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 38 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 12, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: T. McCreary
Name: T. McCreary

Title: Mgr. of Documentation Executed on this 5th day of March, 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of March, 2001

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 22147-A

MAY 23 '01 9-26 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: Stephen C. Behn

Name: Stephen C. Behn

Title: Director Equipment & Service Planning

ATTEST:

By: Susan L. Rombach

Name: Susan L. Rombach

Title: Asst. Secretary

Executed on this 23rd day of February, 2001.



STATE OF Nebraska

COUNTY OF Tarrant

I, Kaaran Frank, a Notary Public of the County and State
aforesaid, certify that Stephen C. Behn personally appeared before me this day
and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23 day of February, 2001.

Kaaran Frank
Notary Public

Commission Expires:

9-29-01

(Notary Public)



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One Hundred Sixteen (116) cars

DESCRIPTION OF CARS: Gondolas - 53 ft., aluminum, highside, rotary dump

CAR NUMBERS: See below:

FURX 1002	FURX 960100	FURX 960143	FURX 960188
FURX 960000	FURX 960101	FURX 960144	FURX 960189
FURX 960002	FURX 960102	FURX 960145	FURX 960194
FURX 960007	FURX 960103	FURX 960146	FURX 960195
FURX 960009	FURX 960104	FURX 960147	FURX 960196
FURX 960010	FURX 960106	FURX 960149	FURX 960197
FURX 960012	FURX 960109	FURX 960150	FURX 960198
FURX 960016	FURX 960110	FURX 960152	FURX 960200
FURX 960017	FURX 960111	FURX 960154	FURX 960201
FURX 960028	FURX 960112	FURX 960156	FURX 960202
FURX 960029	FURX 960113	FURX 960159	FURX 960203
FURX 960032	FURX 960116	FURX 960160	FURX 960204
FURX 960041	FURX 960117	FURX 960161	FURX 960205
FURX 960043	FURX 960118	FURX 960165	FURX 960206
FURX 960052	FURX 960123	FURX 960166	FURX 960207
FURX 960053	FURX 960124	FURX 960167	FURX 960209
FURX 960056	FURX 960125	FURX 960168	FURX 960210
FURX 960068	FURX 960127	FURX 960169	FURX 960212
FURX 960075	FURX 960128	FURX 960171	FURX 960217
FURX 960079	FURX 960130	FURX 960172	FURX 960218
FURX 960080	FURX 960131	FURX 960174	FURX 960220
FURX 960083	FURX 960132	FURX 960175	FURX 960221
FURX 960084	FURX 960133	FURX 960177	FURX 960224
FURX 960085	FURX 960134	FURX 960178	FURX 960225
FURX 960088	FURX 960136	FURX 960179	FURX 960228
FURX 960089	FURX 960137	FURX 960181	FURX 960229
FURX 960094	FURX 960138	FURX 960182	Count: 116
FURX 960095	FURX 960140	FURX 960184	
FURX 960097	FURX 960141	FURX 960185	
FURX 960098	FURX 960142	FURX 960187	